

TFC Contract No. 18-088-000  
Freese and Nichols, Inc.  
Assignment No. 2  
Project No. 18-014A-5531

**INDEFINITE DELIVERY INDEFINITE QUANTITY  
PROFESSIONAL SERVICES AGREEMENT  
BETWEEN  
THE TEXAS FACILITIES COMMISSION  
AND  
FREESE AND NICHOLS, INC.**

**TFC CONTRACT NO. 18-088-000**

**ASSIGNMENT NO. 2**

**THIS INDEFINITE DELIVERY INDEFINITE QUANTITY ASSIGNMENT NO. 2**

(hereinafter referred to as "Assignment No. 2" or "Assignment") is entered into by and between the Texas Facilities Commission, located at 1711 San Jacinto Boulevard, Austin, Texas 78701 (hereinafter referred to as "TFC") and Freese and Nichols, Inc., located at 4055 International Plaza, Suite 200, Fort Worth, Texas 76109 (hereinafter referred to as "PSP") (TFC and PSP are hereinafter referred to individually as a "Party" or collectively as "Parties"), to be subject to the terms and conditions that follow:

**DESCRIPTION OF PROJECT:** The project for which PSP agrees to provide Professional Services is generally described as providing third-party peer review services for construction documents for the mechanical, electrical, and plumbing renovation and replacement work in five (5) state office buildings at the Health and Human Services Commission ("HHSC") and the Department of State Health Services ("DSHS") Austin, Texas Headquarters Campuses, including: (i) Brown-Heatly Building; (ii) Robert D. Moreton Building; (iii) DSHS Records Building; (iv) DSHS Tower; and (v) DSHS Services Building (hereinafter referred to as the "Project"), as further depicted in "Exhibit A-2," PSP's IDIQ Assignment No. 2 Proposal dated October 25, 2019, attached hereto and incorporated herein for all purposes and consisting of five (5) pages.

**DURATION OF ASSIGNMENT:** The scope of services of this Assignment No. 2 shall be completed no later than December 31, 2020, unless terminated earlier as provided in Section 3.2 of the Agreement. The schedule is subject to adjustments for possible time extension; however, any extension of time must be approved by the TFC and shall require an amendment to Assignment No. 2.

**SPECIAL TERMS AND CONDITIONS OF ASSIGNMENT:** Terms and conditions shall be in accordance with the Agreement, any Special Conditions, and with this Assignment No. 2.

**SUB-CONTRACTORS TO BE UTILIZED FOR PROJECT:** PSP shall perform the services under this Assignment No. 2 with its own forces unless otherwise specified. If the scope of services is less than \$100,000.00, a HUB Subcontracting Plan (HSP) is not required. If the scope of services will exceed \$100,000.00, PSP shall submit an HSP for approval pursuant to Section 11.2 of the Agreement.

TFC Contract No. 18-088-000  
Freese and Nichols, Inc.  
Assignment No. 2  
Project No. 18-014A-5531

**FEE FOR BASIC SERVICES:** Fee for the services set forth in this Assignment No. 2 shall not exceed the sum of Nineteen Thousand Six Hundred Fifty-Five and No/100 Dollars (\$19,655.00). No more frequently than once per month, PSP shall submit a Pay Application to TFC for services performed and reasonable and necessary costs and expenses incurred through the last day of the previous month. Any reimbursable expenses, if allowed, shall be in accordance with Section 4.6 of the Agreement.

**IDENTIFICATION OF PSP PROJECT MANAGER AND ALL SUBCONTRACTOR:**

For this Assignment No. 2, PSP shall identify the Project Manager, PSP's employees and all subcontractors assigned to this project on the List of Project Manager and Subcontractors (hereinafter referred to as the "List"), attached hereto and incorporated herein for all purposes as "Exhibit B-2."

TFC reserves the right to approve the appointment of the PSP Project Manager and to demand that the Project Manager, and any of PSP's employees or subcontractors, be removed and replaced if, in the sole opinion of TFC, their performance on this project or any other projects, is and/or was inadequate or their continued involvement with the Project is, will, or has become detrimental to the timely and successful completion of the project.

The Project Manager and Subcontractors identified in the List shall not be replaced by PSP, nor shall any other subcontractors be engaged by PSP, unless prior written consent is obtained from TFC, which consent shall not be unreasonably withheld, conditioned, or delayed.

[This Space Intentionally Left Blank]

TFC Contract No. 18-088-000  
Freese and Nichols, Inc.  
Assignment No. 2  
Project No. 18-014A-5531

**ENTIRE AGREEMENT AND MODIFICATION:** The Agreement and this Assignment and their integrated attachment(s) constitute the entire agreement of the Parties and such are intended as a complete and exclusive statement of the promises, representations, negotiations, discussions, and other agreements that may have been made in connection with the subject matter hereof. Unless an integrated attachment to this Assignment specifically displays a mutual intent to amend a particular part of this Assignment, general conflicts in language between any such attachment and this Assignment shall be construed consistently with the terms of this Assignment. Unless otherwise expressly authorized by the terms of this Assignment, no modification, renewal, extension, or amendment to this Assignment shall be binding upon the Parties unless the same is in writing and signed by the respective Parties hereto.

This Assignment shall be effective as of the date of the last Party to sign.

**TEXAS FACILITIES COMMISSION**

By: DocuSigned by:  
Mike Novak  
B1C9FC0A8020417...

Mike Novak

Executive Director

Date of execution: 12/03/2019 | 8:24 AM CST

GC



Dir



DED



**FREESE AND NICHOLS, INC.**

By: DocuSigned by:  
Alfred Vidaurri, Jr.  
BDBC9826957F440...

Alfred Vidaurri, Jr.

Vice President

Date of execution: 12/03/2019 | 8:04 AM CST

TFC Contract No. 18-088-000  
Freese and Nichols, Inc.  
Assignment No. 2  
Project No. 18-014A-5531

**EXHIBIT A-2**

**PSP'S IDIQ ASSIGNMENT NO. 2 PROPOSAL DATED OCTOBER 25, 2019**



Innovative approaches  
Practical results  
Outstanding service

4055 International Plaza, Suite 200 • Fort Worth, Texas 76109 • 817-735-7300 • fax 817-735-7492

[www.freese.com](http://www.freese.com)

October 25, 2019

Kathy Panak  
Senior Project Manager  
Facilities Design & Construction  
Texas Facilities Commission  
1711 San Jacinto  
Austin TX 78701

Re: Texas Facilities Commission / 18-014A-5531 - Peer Review (19-4708).

Dear Ms. Panak:

Pursuant to your email dated October 1, 2019, subsequent emails, and a phone conversation with Ms Panak on October 22, 2019, Freese and Nichols, Inc. (FNI) is pleased to submit this proposal to the Texas Facilities Commission (Client) for providing professional Architectural and Engineering services associated with the 18-014A-5531 - Peer Review IDIQ Assignment Proposal Request. Scott Vaughan will be our project manager for this important project which shall be accomplished under our Professional Services Agreement IDIQ No. 18-088-000. This proposal supersedes the previous proposal submitted on October 11, 2019.

#### SCOPE OF SERVICES

FNI will render professional Architectural and Engineering services listed below.

##### Design Phase Services:

- FNI will review the Construction Documents submittals at the 65% design stage and the 90% design stage and provide comments to TFC for the following tasks.
  - Building BHB - Task/Building Item #4A: Replace the existing dual duct VAV boxes on floors 4 thru 7. Provide new boxes with new DDC controls.
  - Building BHB - Task/Building Item #5: Replace the three single zone air handling units on the first floor. Replace the ductwork in the mechanical rooms. Reuse the existing control valves, piping, and controls sequences.
  - Building BHB - Task/Building Item #6: Replace the 23 blow-thru units on floors 1 thru 7. Replace the ductwork in the mechanical rooms. Reuse the existing control valves, piping, and controls sequences.
  - Building BHB - Task/Building Item #7: Replace one outside air unit located on the 6th floor. Replace the ductwork in the mechanical rooms. Reuse the existing control valves, piping, and controls sequences.
  - Building BHB - Task/Building Item #11: Add a UPS for each DDC Controls panel.
  - Building BHB - Task/Building Item #13: Add a dedicated circuit for the DDC control panel on the 1st floor.

Page 2 of 3

- Building BHB - Task/Building Item #15: Add refrigerant signage to comply with ASHRAE standards and the International Mechanical Code.
- Building BHB - Task/Building Item #16: Replace the existing fire/smoke dampers with pneumatic actuators with new electric combination fire/smoke dampers.
- Building BHB - Task/Building Item #18: Install a new rod and clevis hanger in room 6301. Relocate sprinkler piping to avoid rubbing against existing ductwork.
- Building BHB - Task/Building Item #24: Atrium - Wall infill 2-hour wall.
- Building BHB - Task/Building Item #25: Stair exit pathway - Rated door and hardware replacement.
- Building BHB - Task/Building Item #31: Wall treatment - Test for code compliance. This task was removed from our scope by TFC.
- Building DHSB - Task/Building Item #12: Add 4 exit signs.
- Building RDM - Task/Building Item #2: Add PRV to domestic water piping.
- Building RDM - Task/Building Item #11: Address lobby cladding issue.

**Our Scope of services and fee are based on the below assumptions:**

- This proposal is for design phase services.
- FNI's reviews for design phase services will be for coordination between design disciplines, code review, potential constructability issues, and for any perceived design related deficiencies.
- FNI will provide typed comments with a PDF writer directly on the drawing or specification files for the design phase reviews.

**SCHEDULE**

FNI is authorized to commence work on the Project upon issuance of a Notice to Proceed (NTP) by the TFC following execution of an Agreement for the proposed services.

- FNI agrees to complete the 65% third-party design review services within ten (10) working days from receipt of the 65% review documents.
- FNI agrees to complete the 90% third-party design review services within ten (10) working days from receipt of the 90% review documents.

If FNI services are delayed through no fault of FNI, FNI shall be entitled to equitable adjustment of compensation and FNI shall be entitled to adjust contract schedule consistent with the number of days of delay.

**EXCLUSIONS/CLARIFICATIONS**

- FNI has not included fee for questions from the Architects or Engineers concerning FNI peer review comments.
- FNI has not included fee for meetings with the Architects or Engineers concerning FNI peer review comments.
- FNI has not included fee for onsite meetings with TFC or travel for such meetings concerning FNI peer review comments.

**COMPENSATION**

FNI proposes to furnish professional services as described herein for a not-to-exceed fee of **Nineteen Thousand, Six Hundred Fifty-Five Dollars and No Cents (\$19,655.00)**.

If FNI sees the Scope of Services changing so that additional services are required, FNI will notify the CLIENT for the CLIENT's approval before proceeding. Additional services shall be computed based on effort required for additional tasks.

Page 3 of 3

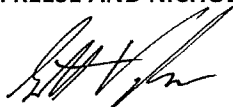
**TERMS AND CONDITIONS OF AGREEMENT**

We propose to furnish our services as described herein in accordance with Professional Services Agreement IDIQ No. 18-088-000.

We appreciate this opportunity to submit this proposal. If additional information or clarification is desired, please do not hesitate to contact us.

Sincerely,

**FREESE AND NICHOLS, INC.**

A handwritten signature in black ink, appearing to read "Scott Vaughan", written over a horizontal line.

Scott Vaughan  
Project Manager

A handwritten signature in black ink, appearing to read "Vimal Nair", written over a horizontal line.

Vimal Nair, P.E.  
Vice President

TFC Contract No. 18-088-000

Exhibit A-2

Assignment No. 2

Texas Facilities Commission 18-014A-5531 - Peer Review IDIQ Assignment Updated on 10/25/2019 Detailed Cost Breakdown	Project Fee Summary	
	Basic Services	\$ 19,655
	Special Services	\$ -
	Total Project	\$ 19,655

Phase	Task	Basic or Special	Tasks	Labor										Total Hours	Total Labor Effort
				Scott Vaughan	Adam Young	Vishal Bhan	Kevin Thompson	Prabin KC	Robert Kinkel	Sharon James	Stephanie Stephenson	Dave Kiel			
				Project Manager	Mechanical Engineer OC	Electrical Engineer OC	Arch OC	Struct. Engineer OC	Sr. Designer Plumbing and Fire Protection OC	Project Admin	DB Procurement Support	Senior Advisor			
				\$178	\$206	\$178	\$178	\$155	\$178	\$148	\$114	\$184			
	G1		General:												\$ -
			Project Management	10										10	\$ 1,780
			In-house kick-off meeting	2	1	1	1	1	1			1		8	\$ 1,435
			Coordination of disciplines	4										4	\$ 712
			Packaging and submittal of Peer Review documents	6										6	\$ 1,068
			Accounting							1	1			2	\$ 262
			Senior Advisor									1		1	\$ 184
															\$ -
			Peer Review Tasks:												\$ -
	BHB Tasks		Building BHB - All tasks combined												\$ -
			65% CD HVAC Design Peer Review		8									8	\$ 1,648
			65% CD Elec Design Peer Review			6								6	\$ 1,068
			65% CD Arch Design Peer Review				5							5	\$ 890
			65% CD Struct Design Peer Review					2						2	\$ 310
			65% CD Fire Protection Design Peer Review						2					2	\$ 356
			65% Specifications Peer Review		2	1	1	1	1					6	\$ 1,101
															\$ -
			90% CD HVAC Design Peer Review		8									8	\$ 1,648
			90% CD Elec Design Peer Review			6								6	\$ 1,068
			90% CD Arch Design Peer Review				5							5	\$ 890
			90% CD Struct Design Peer Review					1						1	\$ 155
			90% CD Fire Protection Design Peer Review						1					1	\$ 178
			90% Specifications Peer Review		2	1	1	1	1					6	\$ 1,101
															\$ -
	DHSB Tasks		Building DHSB - All Tasks Combined												\$ -
			65% CD Elec Design Peer Review			2								2	\$ 356
			65% Specifications Peer Review			1								1	\$ 178
															\$ -
			90% CD Elec Design Peer Review			2								2	\$ 356
			90% Specifications Peer Review			1								1	\$ 178
															\$ -
	RDM Tasks		Building RDM - All Tasks Combined												\$ -
			65% CD Arch Design Peer Review				2							2	\$ 356
			65% CD Struct Design Peer Review					2						2	\$ 310
			65% CD Plumbing Design Peer Review						2					2	\$ 356
			65% Specifications Peer Review				1	1	1					3	\$ 511
															\$ -
			90% CD Arch Design Peer Review				2							2	\$ 356
			90% CD Struct Design Peer Review					1						1	\$ 155
			90% CD Plumbing Design Peer Review						1					1	\$ 178
			90% Specifications Peer Review				1	1	1					3	\$ 511
															\$ -
Total Hours / Quantity				22	21	21	19	11	11	1	1	2	-	109	
Total Effort				\$ 3,916	\$ 4,326	\$ 3,738	\$ 3,382	\$ 1,705	\$ 1,958	\$ 148	\$ 114	\$ 368	\$ -		\$ 19,655

Good afternoon, Mr. Nair.

TFC is doing a deferred maintenance, mechanical renovation project in Austin, Texas which needs third party/peer review services. Is your firm interested in submitting a proposal for services off your firm's IDIQ contract with TFC?

The project is for five Health and Human Services Buildings at 4900 North Lamar in Austin. Almost all of the project work is in one of the five, the Brown Heatly Building. Most of the project work is mechanical with minor electrical and plumbing. There is a relatively small architectural portion correcting an SFMO-cited deficiency for an existing unprotected vertical opening in the lower three floors of the Brown Heatly Building.

While most of the project is MEP, peer review with Life Safety Code (NFPA 101) expertise for the vertical opening and exiting issues is required as well.

Below is the scope and current schedule for the project.

TFC 18-19 DM DSHS AHU Replacement and Renovations: Proposed Scope Summary						HVAC	ELEC	ARCH	PLBG	STR	FP
Building	Building Item No.	Priority Level	Task	Discipline	Cu						
BHB	4A	1C	Replace the existing dual duct VAV boxes on floors 4 thru 7. Provide new boxes with new DDC Controls.	ELEC, ARCH							
BHB	5	1B	Replace the three, single zone air handling units on the first floor. Replace the ductwork in the mechanical rooms. Reuse the existing control valves, piping, and controls sequences.	HVAC, ELEC							
BHB	6	1B	Replace the 23 blow thru double duct units on floors one thru seven. Replace the ductwork in the mechanical rooms. Reuse the existing control valves, piping, and controls sequences.	HVAC, ELEC							
BHB	7	1B	Replace one outside air unit located on the sixth floor. Replace the ductwork in the mechanical rooms. Reuse the existing control valves, piping, and controls sequences.	HVAC, ELEC							
BHB	11	1B	Add a UPS for each DDC Controls Panel.	HVAC, ELEC							
BHB	13	1B	Add a dedicated circuit for the DDC Control Panel on the first floor.	HVAC, ELEC							
BHB	15	1A	Add refrigerant signage to comply with ASHRAE Standards and the International Mechanical Code	HVAC							
BHB	16	1A	Replace existing fire/smoke dampers with pneumatic actuators with new electric combination fire/smoke dampers.	HVAC, ELEC							
BHB	18	1A	Install a new rod and clevis hanger in rooms 6301. Relocate sprinkler piping to avoid rubbing against existing ductwork.	FIRE PROTECTION							
BHB	24	1A	Atrium - Wall Infill 2-hr Wall	ARCH							
BHB	25	1A	Stair Exit Pathway - Rated door & hardware replacement	ARCH							
BHB	31	1A	Wall treatment - test for code compliance	ARCH							
BHB TOTAL											
DHR			No proposed work at DHR								
DHR TOTAL											
DHSB	12	1A	Add (4) exit signs	ARCH, ELEC							
DHSB TOTAL											
DHT			No proposed work at DHT								
DHT TOTAL											
Building	Building Item No.	Priority Level	Task	Discipline	Cu						
RDM	2	1C	Add PRV to domestic water piping	PLUMBING							
RDM	11	1B	Address lobby cladding issue	ARCH, STRUCT							
RDM TOTAL											

TFC Contract No. 18-088-000  
Freese and Nichols, Inc.  
Assignment No. 2  
Project No. 18-014A-5531

## **EXHIBIT B-2**

### **LIST OF PSP'S PROJECT MANAGER AND SUBCONTRACTORS**

**LIST OF PSP PROJECT MANAGER  
AND  
SUBCONTRACTORS  
(Name, Company Name, Address & Contact Person (Project Manager))**

A. PSP Project Manager:		Scotty Vaughan (Name) Freese and Nichols, Inc. (Company) 4055 International Plaza, Suite 200 (Address) 817-307-1672 (Cell #) STV@freese.com (Email)
B. Subcontractors:		
	1.	(Name) (Company) (Address) (Cell #) (Email)
	2.	(Name) (Company) (Address) (Cell #) (Email)
	3.	(Name) (Company) (Address) (Cell #) (Email)
	4.	(Name) (Company) (Address) (Cell #) (Email)